

**LAW OFFICES OF
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December 6, 2007

RECORDATION NO. 27256 FILED

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

DEC 06 '07 -4 34 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of December 5, 2007. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party:

JPMORGAN CHASE BANK, N.A.
Baton Rouge Business Banking LPO
450 Laurel, Suite 1200
Baton Rouge, LA 70801

Borrower:

MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C.
17877 Greenwell Springs Road
Greenwell Springs, LA 70739

A description of the equipment covered by the Memorandum of Security Agreement consists of one locomotive numbered RMPX 9345, to be renumbered KMMX 125.

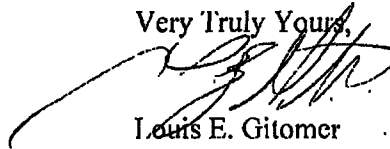
Honorable Vernon A. Williams
December 6, 2007
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A fee of \$ 35.00 is enclosed. Please return the original to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between JPMORGAN CHASE BANK, N.A., Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, and MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C., 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, covering one locomotive numbered RMPX 9345, to be renumbered KMMX 125.

Very Truly Yours,

A handwritten signature in black ink, appearing to be "L. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

MEMORANDUM OF SECURITY AGREEMENT

dated as of December 5, 2007

RECORDATION NO. 27256 FILED

between

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JPMORGAN CHASE BANK, N.A.,
as Secured Party,

SURFACE TRANSPORTATION BOARD

and

MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C.,
as Borrower

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT is made and entered into as of December 5, 2007, by and between JPMORGAN CHASE BANK, N.A. ("Secured Party"), Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, and MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C., as Borrower ("Borrower"), 17877 Greenwell Springs Road, Greenwell Springs, LA 70739.

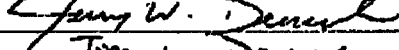
WITNESSETH

Secured Party and Borrower have entered into that certain Security Agreement dated as of December 5, 2007 (the "Security Agreement") by which Borrower has granted a security interest in one SW-1200 locomotive numbered RMPX 9345, to be renumbered KMMX 125 to the Secured Party in order to secure the Borrower's performance of its obligations as described in the Security Agreement and any Schedule(s) annexed thereto.

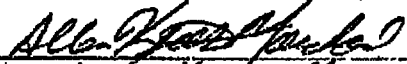
This Memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Security Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Security Agreement to be executed as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: 
Name: Jeremy W. Denicola
Title: Vice President

MARCHAND MACHINERY MAINTENANCE
CO.-K, L.L.C.

By: 
Name: Allen Keith Marchand
Title: President

STATE OF LOUISIANA)

) ss.

COUNTY OF EAST BATON ROUGE)

On this 5th day of December 2007, before me, Carla B. Daigle, the undersigned Notary Public, personally appeared Allen Keith Marshall personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Carla B. Daigle
Notary Public

#66525

My commission expires:

with life

OFFICIAL SEAL
CARLA B. DAIGLE
NOTARY PUBLIC No. 66525
STATE OF LOUISIANA
PARISH OF WEST BATON ROUGE
My commission Expires with life

STATE OF LOUISIANA)

) ss.

COUNTY OF EAST BATON ROUGE)

On this 5th day of December 2007, before me, Carla B. Daigle, the undersigned Notary Public, personally appeared James H. Norwood personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Carla B. Daigle
Notary Public

66525

My commission expires:

with life

OFFICIAL SEAL
CARLA B. DAIGLE
NOTARY PUBLIC No. 66525
STATE OF LOUISIANA
PARISH OF WEST BATON ROUGE
My commission Expires with life